

**MEMO ENDORSED**

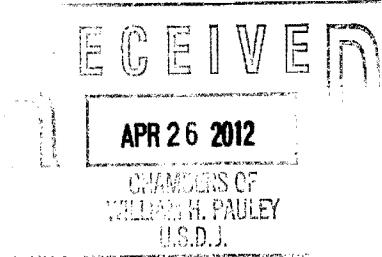
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April 25, 2012



Via Federal Express  
 Hon. William H. Pauley  
 United States District Judge  
 Daniel Patrick Moynihan United States Courthouse  
 500 Pearl Street  
 New York, NY 10007

Re: In re: Smith Barney Fund Transfer Agent Litigation  
 05 Civ. 7583 (WHP)

Dear Judge Pauley:

Along with Weiss & Lurie, we are Co-Lead Counsel for Plaintiffs in the above titled action. On April 30, 2012, we will be responding to separate motions to dismiss filed by the "Citi" Defendants and by Defendant Thomas Jones. We write to request permission to file one omnibus opposition memorandum of no more than 45 pages in lieu of two separate memoranda of up to 25 pages each pursuant to Section III(C) of the Court's Individual Practices. The Citi Defendants filed a memorandum of 25 pages and Defendant Thomas Jones of 17 pages. We believe the filing of one omnibus opposition memorandum is the most efficient way to proceed and will result in the avoidance of repetitive material.

We have sought consent from Defendants' counsel with respect to the instant application and none of the Defendants take a position.

Respectfully,

*Mark Levine*  
 Mark Levine

cc: Jessica B. Pulliam, Esq. (all copied via email)

Alex Bourelly, Esq.  
 Richard Morvillo, Esq.  
 Peter White, Esq.  
 Jeffrey Robertson, Esq.  
 Peter Vigeland, Esq.  
 Lori Martin, Esq.  
 Richard Acocelli, Esq.  
 Patrick Slyne, Esq.

*Application granted.*

SO ORDERED:

*William H. Pauley*  
 WILLIAM H. PAULEY III U.S.D.J.

4/26/12